

AUG 8 1975-11 10 AM

INTERSTATE COMMERCE COMMISSION
AMENDMENT AGREEMENT, dated as of August 1,
1975, between C.I.T. FINANCIAL SERVICES, INC.,
a Delaware corporation (hereinafter called the
Lessor), acting through its agent, C.I.T.
Leasing Corporation, a Delaware corporation
and OHIO POWER COMPANY (hereinafter called
the Lessee).

WHEREAS the Lessor and the Lessee have entered
into a Long-Term Lease of Railroad Equipment No. 1 dated
as of December 23, 1974 (hereinafter called the Lease);

WHEREAS the Lease was filed and recorded with
the Interstate Commerce Commission pursuant to Section 20c
of the Interstate Commerce Act on May 2, 1975, at 2:10 p.m.,
and was assigned recordation number 7915;

WHEREAS the parties hereto now desire to amend the
Lease;

NOW, THEREFORE, in consideration of the mutual
covenants and agreements herein contained, the parties hereto
hereby agree as follows:

1. An additional Casualty Value schedule as set
forth in Schedule II hereto is hereby added to the second
paragraph of § 7 of the Lease and is applicable to those
Units (as defined in the Lease) as are set forth in Schedule

I annexed hereto.

2. An additional Economic Obsolescence Value schedule as set forth in Schedule III hereto is hereby added to the sixth paragraph of § 7 of the Lease and is applicable to the Units set forth in Schedule I hereto.

3. An additional Termination Value schedule as set forth in Schedule IV hereto is hereby added to the second paragraph of § 10 and is applicable to the Units set forth in Schedule I hereto.

4. The Lessee will promptly cause this Amendment Agreement to be filed and recorded in accordance with the provisions of § 16 of the Lease.

5. Except as amended hereby, this Lease shall remain unaltered and in full force and effect.

6. This Amendment Agreement may be executed in several counterparts, such counterparts together constituting but one and the same instrument but the counterpart delivered to the Lessor shall be deemed to be the original counterpart. Although for convenience this Lease is dated as of the date first set forth above, the actual date or dates of execution hereof by the parties hereto is or are, respectively, the date or dates stated in the acknowledgments hereto annexed.

IN WITNESS WHEREOF, the parties hereto have caused

their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

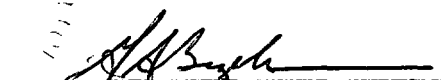
C.I.T. FINANCIAL SERVICES, INC.,
by C.I.T. LEASING CORPORATION,
as Agent,

by


Vice President


[Corporate Seal]

Attest:


Assistant Secretary

OHIO POWER COMPANY,

by


Vice President

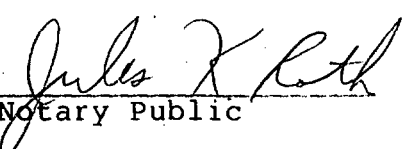
[Corporate Seal]

Attest:


Assistant Secretary

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this 6th day of August 1975,
before me personally appeared Nikita Zdanow , to
me personally known, who, being by me duly sworn, says that
he is a Vice President of C.I.T. LEASING CORPORATION, that
one of the seals affixed to the foregoing instrument is the
corporate seal of said corporation, that said instrument
was signed and sealed on behalf of said corporation by
authority of its Board of Directors and he acknowledged
that the execution of the foregoing instrument was the
free act and deed of said corporation.


Notary Public

JULES K. ROTH
Notary Public State of New York
No. 31-8674300
Qualified in New York County
Commission Expires March 30, 1978

My Commission expires

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this 5th day of August, 1975,
before me personally appeared G. P. Maloney, to
me personally known, who, being by me duly sworn, says that
he is Vice President of OHIO POWER COMPANY, that one of
the seals affixed to the foregoing instrument is the cor-
porate seal of said company, that said instrument was signed
and sealed on behalf of said company by authority of its
Board of Directors and he acknowledged that the execution
of the foregoing instrument was the free act and deed of
said company.

C. Robert Roll

Notary Public

My Commission expires

C. ROBERT ROLL
NOTARY PUBLIC, STATE OF NEW YORK
No. 41-3332850
Qualified in Queens County
Commission Expires March 30, 1976 7

SCHEDULE I

<u>Description</u>	<u>Number of Units</u>	<u>Lessee's Road Nos.</u>
100 Ton Triple Hopper	75	1124 1132 1135 1137 1152 to 1170 incl. 1175 to 1199 incl. 1201 to 1208 incl. 1211 1210 1218 to 1221 incl. 1225 to 1232 incl. 1331 1345 1367 1368 1369
100 Ton Triple Hopper	75	1200 1370 to 1372 incl. 1392 1396 1401 1402 1411 1415 1426 to 1429 incl. 1431 1433 to 1436 incl.. 1440 1443 to 1448 incl. 1452 to 1500 incl.

SCHEDULE II

DATE	PERCENTAGE	DATE	PERCENTAGE
1	84.059	31	79.1724
2	84.765	32	77.926
3	85.273	33	76.8763
4	85.581	34	75.6775
5	86.289	35	74.329
6	86.803	36	72.8305
7	87.121	37	71.4863
8	87.244	38	70.0075
9	87.755	39	68.394
10	88.072	40	66.645
11	88.196	41	65.006
12	88.124	42	63.249
13	88.403	43	61.3735
14	88.493	44	59.3795
15	88.393	45	57.445
16	88.102	46	55.404
17	88.096	47	53.2555
18	87.909	48	51.0003
19	87.541	49	48.7463
20	86.992	50	46.399
21	86.746	51	43.957
22	86.326	52	41.421
23	85.730	53	38.823
24	84.958	54	33.123
25	84.459	55	30.101
26	83.792	56	27.083
27	82.957	57	24.062
28	81.953	58	21.042
29	81.1853	59	18.021
30	80.259	60 and thereafter	15.000

SCHEDULE III

DATE	PERCENTAGE	DATE	PERCENTAGE
1	104.059	31	79.1724
2	104.765	32	77.926
3	105.273	33	76.8763
4	105.581	34	75.6775
5	106.289	35	74.329
6	106.803	36	72.8305
7	107.121	37	71.4863
8	107.244	38	70.0075
9	107.755	39	68.394
10	108.072	40	66.645
11	108.196	41	65.006
12	108.124	42	63.249
13	101.736	43	61.3735
14	101.826	44	59.3795
15	101.726	45	57.445
16	101.435	46	55.404
17	101.429	47	53.2555
18	101.242	48	51.0003
19	100.874	49	48.7463
20	100.325	50	46.399
21	93.413	51	43.957
22	92.993	52	41.421
23	92.397	53	38.823
24	91.625	54	33.123
25	91.126	55	30.101
26	90.459	56	27.083
27	89.6235	57	24.062
28	88.6192	58	21.042
29	81.1853	59	18.021
30	80.259	60 and thereafter	15.000

SCHEDULE IV

DATE	PERCENTAGE	DATE	PERCENTAGE
1	104.059	31	79.1724
2	104.765	32	77.926
3	105.273	33	76.8763
4	105.581	34	75.6775
5	106.289	35	74.329
6	106.803	36	72.8305
7	107.121	37	71.4863
8	107.244	38	70.0075
9	107.755	39	68.394
10	108.072	40	66.645
11	108.196	41	65.006
12	108.124	42	63.249
13	101.736	43	61.3735
14	101.826	44	59.3795
15	101.726	45	57.445
16	101.435	46	55.404
17	101.429	47	53.2555
18	101.242	48	51.0003
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23	92.397	53	38.823
24	91.625	54	33.123
25	91.126	55	30.101
26	90.459	56	27.083
27	89.6235	57	24.062
28	88.6192	58	21.042
29	81.1853	59	18.021
30	80.259	60 and thereafter	15.000